

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HONX, INC.,¹

Debtor.

)
) Chapter 11
)
) Case No. 22-90035 (MI)
)
)
)

**AMENDED² FIRST MONTHLY FEE STATEMENT OF AKIN GUMP STRAUSS HAUER &
FELD LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM MAY 21, 2022 THROUGH MAY 31, 2022**

In accordance with the Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, and (II) Granting Related Relief [ECF No. 180], each Application Recipient receiving notice of this monthly fee statement shall have until 4:00 p.m. (CT), 21 days after service of this monthly fee statement to object to the fees and expenses requested herein. Upon the expiration of such 21-day period, the Debtor is authorized and directed to pay 80% of the fees and 100% of the expenses requested in this monthly fee statement that are not subject to an objection.

¹ The Debtor in this chapter 11 case, along with the last four digits of the Debtor's federal tax identification number, is HONX, Inc. (2163). The location of the Debtor's service address in this chapter 11 case is: 1501 McKinney Street, Houston, Texas, 77010.

² This amended First Monthly Fee Statement corrects the inadvertent omission of **Exhibit B** and **Exhibit C** from the original First Monthly Fee Statement [ECF No. 240] due to a clerical error. For the avoidance of doubt, no other changes have been made between this amended First Monthly Fee Statement and the version previously filed.

Name of Professional:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date Order of Employment Signed:	July 18, 2022, <i>nunc pro tunc</i> to May 21, 2022 [ECF No. 210]
Time Period Covered:	May 21, 2022 – May 31, 2022
Total Fees Sought:	\$376,624.00 ³
Amount of retainer received in case:	N/A
Total professional fees covered by this statement:	\$366,139.00
Total professional hours covered by this statement:	288.70
Average hourly rate for professionals:	\$1,265.83
Total paraprofessional fees covered by this statement:	\$10,485.00
Total paraprofessional hours covered by this statement:	23.00
Average hourly rate for paraprofessionals:	\$447.50
Reimbursable expenses sought in this statement:	\$40.00
Payment requested:	
80% Fees	\$301,299.20
100% Expenses	\$40.00
Total:	\$301,339.20

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Local Rules”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals, and (II) Granting Related Relief* [ECF No. 180] (the “Interim Compensation Order”), and the *Order Authorizing the Official Committee of Unsecured Creditors of HONX, Inc. to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Counsel, Effective as of May 21, 2022* [ECF No. 210], the law firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), as counsel to the Official

³ The total fees sought in this First Monthly Fee Statement reflect a voluntary reduction of \$26,748.00.

Committee of Unsecured Creditors (the “Committee”) appointed in this chapter 11 case, hereby submits this *Amended First Monthly Fee Statement of Akin Gump Strauss Hauer & Feld LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from May 21, 2022 to May 31, 2022* (the “First Monthly Fee Statement”). By the First Monthly Fee Statement and pursuant to the Interim Compensation Order, Akin Gump seeks interim payment of (i) \$301,299.20 (80% of \$376,624.00) as compensation for professional services rendered to the Committee and (ii) \$40.00 for reimbursement of actual and necessary expenses, for a total of \$301,339.20 for the period May 21, 2022 through and including May 31, 2022 (the “Fee Period”). Pursuant to the Interim Compensation Order, the Application Recipients have until 4:00 p.m. (CT) on the twenty-first day following service of this First Monthly Fee Statement to object to the requested fees and expenses.

Itemization of Services Rendered and Expenses Incurred

1. In support of this First Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Akin Gump partners, counsel, associates, consultants and paraprofessionals during the Fee Period with respect to each of the subject matter categories Akin Gump established in accordance with its internal billing procedures. As reflected in Exhibit A, Akin Gump incurred \$376,624.00 in fees during the Fee Period. Pursuant to this First Monthly Fee Statement, Akin Gump seeks compensation in the amount of \$301,299.20 or 80% of such fees.
 - **Exhibit B** is a schedule providing certain information regarding the Akin Gump attorneys and paraprofessionals for whose work on this chapter 11 case compensation is sought in this First Monthly Fee Statement. Attorneys and paraprofessionals of Akin Gump expended a total of 311.70 hours in connection with this chapter 11 case during the Fee Period.
 - **Exhibit C** is a schedule setting forth the amount sought with respect to each category of expenses for which reimbursement is sought in this First Monthly Fee Statement. This First Monthly Fee Statement seeks reimbursement of expenses in the aggregate total amount of \$40.00.

- **Exhibit D** consists of Akin Gump's detailed records of fees and expenses incurred during the Fee Period in rendering professional services to the Committee.

Representations

2. Although Akin Gump has used its reasonable best efforts to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this First Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Akin Gump reserves the right to seek payment of such fees and expenses not included herein. Subsequent monthly fee statements will be submitted in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the Interim Compensation Order.

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Dated: August 11, 2022

Respectfully Submitted,

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Marty L. Brimmage, Jr.

Marty L. Brimmage, Jr. (State Bar No. 00793386;
S.D. Tex. 30464)
2300 N. Field Street, Suite 1800
Dallas, TX 75201-2481
Telephone: (214) 969-2800
Facsimile: (214) 969-4343
Email: mbrimmage@akingump.com

-and-

Arik Preis (admitted *pro hac vice*)
Mitchell P. Hurley (admitted *pro hac vice*)
Sara L. Brauner (admitted *pro hac vice*)
Theodore James Salwen (admitted *pro hac vice*)
One Bryant Park
New York, NY 10036-6745
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: apreis@akingump.com
Email: mhurley@akingump.com
Email: sbrauner@akingump.com
Email: jsalwen@akingump.com

*Counsel to the Official Committee of Unsecured
Creditors of HONX, Inc.*

CERTIFICATE OF SERVICE

I certify that on August 11, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Marty L. Brimmage, Jr.

Marty L. Brimmage, Jr.

EXHIBIT A**Summary of Hours Expended and Fees Incurred by Project Category**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested
2	Case Administration	19.60	\$17,696.00
3	Akin Gump Fee Application/Monthly Billing Reports	1.70	\$1,861.50
4	Analysis of Other Professionals fee Applications/Reports	3.80	\$4,292.00
6	Retention of Professionals	50.30	\$53,320.50
7	Creditors Committee Matters/Meetings (including 341 Meetings)	141.70	\$175,634.50
8	Hearings and Court Matters/Court Preparation	8.90	\$13,435.50
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	20.60	\$31,554.00
12	General Claims Analysis/Claims Objections	53.20	\$63,441.00
13	Analysis of Pre-Petition Transactions	9.60	\$12,258.50
17	Adversary Proceedings	2.30	\$3,130.50
<u>Totals</u>		<u>311.70</u>	<u>\$376,624.00</u>

EXHIBIT B**Summary of Timekeepers Included in Fee Period**

TIMEKEEPER	DEPT.	BAR ADMISSION	RATE	HOURS	AMOUNT
PARTNERS					
PREIS, ARIK	FRS	2001	\$1,775.00	47.30	\$83,957.50
BRAUNER, SARA L.	FRS	2011	\$1,400.00	38.80	\$54,320.00
HURLEY, MITCHELL P.	LIT	1997	\$1,775.00	18.20	\$32,305.00
BRIMMAGE, MARTY JR.	LIT	1995	\$1,775.00	6.80	\$12,070.00
WETWISKA, JIM R.	LIT	1992	\$1,345.00	10.60	\$14,257.00
WELKIS, SCOTT	COR	1997	\$1,565.00	7.50	\$11,737.50
COUNSEL					
SALWEN, JAMES	FRS	2017	\$1,095.00	89.40	\$97,893.00
NEWDECK, JOANNA	FRS	2006	\$1,300.00	9.20	\$11,960.00
ASSOCIATES					
DOSS, MALAK	FRS	2020	\$880.00	9.60	\$8,448.00
CARRILLO, C. ALAN	FRS	2018	\$880.00	18.00	\$15,840.00
LEGGIERO, ANGELINE C.	FRS	2022	\$710.00	18.70	\$13,277.00
GAFFORD, MADISON M.	LIT	2020	\$690.00	14.60	\$10,074.00
PARAPROFESSIONALS					
KEMP, BRENDA R.	FRS	--	\$420.00	8.00	\$3,360.00
KRASA, DAGMARA K.	FRS	--	\$475.00	15.00	\$7,125.00
<u>TOTALS</u>				<u>311.70</u>	<u>\$376,624.00</u>

Key: FRS = Financial Restructuring; COR = Corporate; LIT = Litigation

EXHIBIT C

Summary of Expenses for the Fee Period

Expense Category	Amount (\$)
Courier Service/Messenger Service	\$40.00
TOTAL	\$40.00

EXHIBIT D

Detailed Description of Services and Expenses

Akin Gump

Strauss Hauer & Feld LLP

HONX, INC. OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 900 JACKSON STREET
 STE. 500
 DALLAS, TX 75202
 ATTN: WARREN T BURNS

Invoice Number 1999646
 Invoice Date 08/10/22
 Client Number 105465
 Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	Case Administration	19.60	\$17,696.00
0003	Akin Gump Fee Application/Monthly Billing Reports	1.70	\$1,861.50
0004	Analysis of Other Professionals Fee Applications/Reports	3.80	\$4,292.00
0006	Retention of Professionals	50.30	\$53,320.50
0007	Creditors Committee Meetings/Meetings (including 341 Meetings)	141.70	\$175,634.50
0008	Hearings and Court Matters/Court Preparation	8.90	\$13,435.50
0010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	20.60	\$31,554.00
0012	General Claims Analysis/Objections (including Estimation, DOJ Settlement)	53.20	\$63,441.00
0013	Analysis of Pre-Petition Transactions	9.60	\$12,258.50
0017	Adversary Proceedings (including Preliminary Injunction Motion and TRO)	2.30	\$3,130.50
	TOTAL	<u>311.70</u>	<u>\$376,624.00</u>

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	<u>Value</u>
05/21/22	EYP	0007	2.10	\$3,727.50
		Call with members of Kirkland team re case issues and next steps (.5); correspondence with members of Kirkland team re same (.5); call with W. Burns [Burns Charest] re various UCC issues (.3); correspondence with members of Akin team re various UCC issues (.6); call with J. Salwen re same (.2).		
05/21/22	EYP	0012	0.60	\$1,065.00
		Review of past pleadings (.3); analyze issues in connection with same (.3).		
05/21/22	TJS	0007	2.10	\$2,299.50
		Call with A. Preis re case background (.2); review first day pleadings and related material (1.9).		
05/21/22	ACL	0007	3.20	\$2,272.00
		Correspond with FR team members re bylaws and other UCC matters (.5); draft Committee bylaws (2.7).		
05/21/22	CAC	0002	1.20	\$1,056.00
		Monitor docket and circulate updates to Akin team (.4); coordinate creation of email distribution lists (.3); correspondence with FR team members re same and related issues (.5).		
05/21/22	MSD	0007	0.90	\$792.00
		Review background materials in connection with representation (.8); correspondence with FR team members re same (.1).		
05/22/22	JRW	0008	1.60	\$2,152.00
		Review April 29 hearing transcript.		
05/22/22	JRW	0012	1.10	\$1,479.50
		Analyze Court Order on IME and protocol for claimant selection (.6); analyze IME protocol issues for claimants who have undergone prior examinations (.5).		
05/22/22	SLB	0007	3.10	\$4,340.00
		Review background materials (2.3); review correspondence among members of FR team re same (.8).		
05/22/22	EYP	0007	3.00	\$5,325.00
		Call with W. Burns [Burns Charest] re engagement and various UCC issues (.5); correspondence with members of Akin team re case issues (1.0); correspondence with company and UCC members re engagement and background (1.5).		
05/22/22	EYP	0008	3.00	\$5,325.00
		Analyze past hearing transcripts to aid preparation for case next steps.		
05/22/22	EYP	0012	2.00	\$3,550.00
		Analyze case facts and core claims issues.		
05/22/22	EYP	0006	1.00	\$1,775.00
		Review materials from potential financial advisor (.7); analyze issues re same (.3).		
05/22/22	MLB	0007	0.20	\$355.00
		Review and comment on notice of appearance.		
05/22/22	TJS	0012	2.10	\$2,299.50
		Review prepetition litigation materials (.8); review materials re IME order/appeal (1.3).		
05/22/22	TJS	0007	2.90	\$3,175.50
		Review first day pleadings and related case background material (2.7); correspondence with FR team members re same (.2).		
05/22/22	TJS	0006	0.40	\$438.00
		Correspondence to J. Newdeck re Akin retention app issues (.1); review materials re same (.3).		
05/22/22	TJS	0010	1.40	\$1,533.00
		Analyze issues re funding agreement (.6); review materials re same (.8).		

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	<u>Value</u>
05/22/22	TJS	0013	1.30	\$1,423.50
		Review HOVENSA plan in connection with analysis of prepetition transactions (.8); analyze issues re same (.5).		
05/22/22	ACL	0007	4.60	\$3,266.00
		Review emails re docket updates and bylaws (.5); draft notice of appearance (1.2); emails re notice of appearance (.2); review docket for funding agreements and emails re same (.6); update notice of appearance (1.5); correspond with FR team members re case issues and trajectory (.6).		
05/22/22	ACL	0008	0.10	\$71.00
		Confer with M. Doss re transcript binders for team members.		
05/22/22	CAC	0007	2.50	\$2,200.00
		Review (.8) and revise (1.2) UCC bylaws; correspondence with FR team members re same and related issues (.5).		
05/22/22	MSD	0007	0.40	\$352.00
		Review draft notice of appearance (.2); emails with FR team members re same and related issues (.2).		
05/22/22	MSD	0008	1.10	\$968.00
		Review (.4) and compile (.3) hearing transcripts and addresses for delivery; confer with A. Leggiero re same (.1); correspondence with mailroom re same (.3).		
05/23/22	JFN	0006	1.20	\$1,560.00
		Correspond with members of FR team re retention considerations (.3); consider issues re same (.3); consider information for Akin retention application (.6).		
05/23/22	SLB	0007	4.90	\$6,860.00
		Confer with A. Preis re case status and background (.5); review materials re same (2.5); team meeting with members of FR team re same (.5); correspondence with members of FR team re open case issues and next steps (.7); correspondence with J. Salwen re information protocol motion (.3); confer with J. Salwen re case status (.4).		
05/23/22	EYP	0012	1.60	\$2,840.00
		Call with FCR re case issues (.8); review past pleadings and materials (.3); analyze issues in connection with same (.5).		
05/23/22	EYP	0008	0.70	\$1,242.50
		Call with Burns Charest re upcoming hearing.		
05/23/22	EYP	0007	2.90	\$5,147.50
		Call with S. Brauner and J. Salwen re case status and background (.5); correspondence with UCC re case updates (.5); correspondence with counsel to UCC members re same (.5); review revised UCC bylaws (1.0); call with Kirkland re same (.4).		
05/23/22	EYP	0006	1.60	\$2,840.00
		Calls with various FA's regarding pitches (1.3); correspondence with members of FR team re retention issues (.3).		
05/23/22	MLB	0006	1.40	\$2,485.00
		Review and analyze FA candidate proposals.		
05/23/22	MLB	0008	1.80	\$3,195.00
		Analyze prior hearing transcripts.		
05/23/22	TJS	0006	1.90	\$2,080.50
		Correspondence with members of FR team re Akin retention app (.3); correspondence with members of FR team re financial advisor pitches (.4); review proposals from financial advisors (1.2).		

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	<u>Value</u>
05/23/22	TJS	0007	8.30	\$9,088.50
		Revise UCC bylaws (.6); correspondence with members of FR team re same (.3); correspondence with Debtors re same (.2); review correspondence with UCC members and member counsel re case work stream proposals (.7); coordinate collection of UCC member information (.3); review case background material (3.4); confer with S. Brauner re same (.4); correspondence with members of FR team re preparation of information protocol motion (.2); review materials re same (.5); confer with A. Preis and S. Brauner re case work streams (.5); attend FR team meeting re same (.5); comment on draft task list for FR team (.5); review update correspondence to UCC (.2).		
05/23/22	TJS	0013	0.80	\$876.00
		Analyze issues re HOVENSA plan impact on estate claims (.4); review materials re same (.2); review correspondence with Debtor re same (.2).		
05/23/22	TJS	0017	1.20	\$1,314.00
		Review draft protective order.		
05/23/22	TJS	0012	0.70	\$766.50
		Review prior settlement materials.		
05/23/22	MMG	0012	2.30	\$1,587.00
		Analyze issues re bankruptcy appeals in connection with Stay and IME Orders (.3); draft motion to intervene in bankruptcy appeals in connection with Stay and IME Orders (2.0).		
05/23/22	ACL	0007	3.50	\$2,485.00
		Draft pro hac vices for team (.7); emails with members of Akin team re pro hacs and notice of appearance (1.0); compile committee contact information (.7); compile (.3) and circulate information for financial advisor pitches (.3); attend FR team meeting re introduction to matter (.5).		
05/23/22	CAC	0006	0.50	\$440.00
		Correspondence with FR team members re conflicts check process for retention application (.3); review FA pitch materials for UCC (.2).		
05/23/22	CAC	0002	0.20	\$176.00
		Review and circulate new docket entries to Akin team.		
05/23/22	CAC	0007	3.50	\$3,080.00
		Review pro hac motions and notice of appearance drafts (.2); correspondence with FR team members re same (.3); prepare case checklist and task list for FR team members (1.0); call with FR team members re same and case next steps (.5); review correspondence to UCC counsels and members re case updates and next steps (.5); revise UCC bylaws draft (1.0).		
05/23/22	MSD	0007	0.50	\$440.00
		Attend financial restructuring team meeting.		
05/24/22	MPH	0006	2.20	\$3,905.00
		Attend financial advisor pitches.		
05/24/22	MPH	0007	2.70	\$4,792.50
		Review correspondence from multiple case professionals concerning preliminary matters (.8); review materials relating to sealing (1.1); review other case background materials (.8).		
05/24/22	MPH	0012	1.00	\$1,775.00
		Review materials re bar date order (.3);		

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	<u>Value</u>
05/24/22	BRK	0002	review cases re Hess liability (.7). Confer with A. Carrillo re case management.	0.30 \$126.00
05/24/22	JRW	0012	Review orders from prior claim litigation (.6); review prior Hess asbestos settlement information (.4).	1.00 \$1,345.00
05/24/22	JRW	0006	Attend interviews of six financial advisory firms.	2.20 \$2,959.00
05/24/22	JFN	0006	Draft Akin retention application (2.2); internal emails to FR members re same (.2); consider retention matters (.5).	2.90 \$3,770.00
05/24/22	DK	0006	Review parties-in-interest list (.5); review categories and draft master conflicts summary workbook (1.3); prepare categories lists to be submitted to conflicts (.6); effect the above (.2).	2.60 \$1,235.00
05/24/22	SLB	0002	Correspondence with FR and lit team members re case administration startup issues.	0.70 \$980.00
05/24/22	SLB	0006	Correspondence with members of FR team re retention of UCC professionals and related issues (.4); analyze issues re same (.8).	1.20 \$1,680.00
05/24/22	SLB	0007	Correspondence with members of FR team re status and open case issues (.9); review recent filings (1.5); analyze issues re same (1.2).	3.60 \$5,040.00
05/24/22	EYP	0006	Participate in Financial Advisor presentations (2.2); participate in pre-calls with financial advisors (.6); correspondence with UCC members re considerations in connection with same (.3).	3.10 \$5,502.50
05/24/22	EYP	0012	Analyze proof of claim and bar date order issues (.7); call with K. Porter re same (.3).	1.00 \$1,775.00
05/24/22	EYP	0004	Review interim comp motion and correspondence with J. Salwen re same.	0.10 \$177.50
05/24/22	EYP	0007	Calls with W. Burns [Burns Charest] re case strategy (.4); call with Haynes and Boone re case background and general updates (.5); call with Independent Director re case background and various UCC issues (1.0); correspondence with UCC re case updates (1.0).	2.90 \$5,147.50
05/24/22	MLB	0006	Review and analyze additional FA Pitch book in preparation for upcoming pitches.	2.00 \$3,550.00
05/24/22	MLB	0012	Review and analyze IME appeal issues.	0.30 \$532.50
05/24/22	TJS	0006	Correspondence with FR team members re FA pitches (.6); correspondence with members of FR team re Akin retention application (.2); analyze issues re same (.2); review materials re same (.7).	1.70 \$1,861.50
05/24/22	TJS	0013	Conduct research re impact of HOVENSA plan on estate claims (1.8); review materials re same (.4).	2.20 \$2,409.00
05/24/22	TJS	0002	Coordinate with administrative staff re setup of case management systems.	1.30 \$1,423.50
05/24/22	TJS	0004	Comment on draft interim compensation	0.60 \$657.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	<u>Value</u>
05/24/22	TJS	0012	1.40	\$1,533.00
05/24/22	TJS	0007	1.30	\$1,423.50
05/24/22	MMG	0012	3.90	\$2,691.00
05/24/22	ACL	0007	4.80	\$3,408.00
05/24/22	ACL	0002	0.20	\$142.00
05/24/22	CAC	0006	0.90	\$792.00
05/24/22	CAC	0002	1.50	\$1,320.00
05/24/22	CAC	0007	0.70	\$616.00
05/24/22	MSD	0012	2.80	\$2,464.00
05/25/22	MPH	0007	1.70	\$3,017.50
05/25/22	MPH	0012	3.10	\$5,502.50
05/25/22	MPH	0017	0.90	\$1,597.50
05/25/22	BRK	0002	0.70	\$294.00
05/25/22	BRK	0008	0.10	\$42.00
05/25/22	JFN	0006	3.10	\$4,030.00
05/25/22	DK	0006	0.90	\$427.50
05/25/22	SLB	0004	0.70	\$980.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	<u>Value</u>
		motion (.5); correspondence with members of FR team re same (.2).		
05/25/22	SLB	0006 Correspondence with members of FR team re Akin retention and related issues.	0.40	\$560.00
05/25/22	SLB	0007 Participate on UCC call (.4); review materials re same (.5); correspondence with members of FR team re strategy and next steps (.5); confer with A. Preis and J. Salwen re open case issue (.7); analyze same (2.6).	4.70	\$6,580.00
05/25/22	EYP	0006 Calls with FAs re UCC decision on representation.	0.50	\$887.50
05/25/22	EYP	0007 Prepare for (.1) and lead call with UCC (.4); call with UCC member counsel re case strategy (.8); individual follow-up calls with UCC member counsel re strategy (.5); call with S. Brauner and J. Salwen re case strategy and open issues (.7); analyze issues re same in preparation for Friday meeting (.6).	3.10	\$5,502.50
05/25/22	EYP	0010 Analyze funding agreement.	1.00	\$1,775.00
05/25/22	EYP	0012 Call with Debtor's and FCR's counsels re claim issues (.5); call with Debtor's counsel re proof of claim form issues (.5); analyze issues in connection with same (.5); review IME issues (.5).	2.00	\$3,550.00
05/25/22	SW	0010 Review funding agreement (1.8); analyze related issues (.6).	2.40	\$3,756.00
05/25/22	TJS	0007 Attend UCC call (.4); call with counsel to UCC members re case strategy (.7); call with Stretto re information agent role and information protocol motion (.2); revise information protocol motion (.6); correspondence with members of FR team re same (.1); correspondence with Stretto re same (.3); correspondence with FR team members re setting up public case calendars (.2); call with A. Preis and S. Brauner re case strategy and open issues (.7); review materials re same (1.8); conduct research re same (.4).	5.40	\$5,913.00
05/25/22	TJS	0017 Review proposed comments to protective order.	0.20	\$219.00
05/25/22	TJS	0006 Review correspondence with Province re Province retention app (.2); analyze issues re Akin retention app (.3).	0.50	\$547.50
05/25/22	TJS	0012 Analyze issues re proposed bar date motion and proof of claim forms (.4); review materials re same (.7); conduct research re same (.3); correspondence with FR team members re same (.4); review briefing re IME selection issues (.8); conduct research re same (1.5).	4.10	\$4,489.50
05/25/22	TJS	0004 Comment on draft interim compensation motion & proposed order (.8); analyze issues re same (.4); correspondence with members of FR team re same (.2);	1.70	\$1,861.50

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Date	Tkpr	Task	Hours	Value	
05/25/22	MMG	0012	correspondence with Debtor re same (.3). Revise motion to intervene re bankruptcy appeals in connection with Stay and IME Orders (.7); research relevant legal issues re causes of action in the Virgin Islands (.8); prepare summary re same (.3).	1.80	\$1,242.00
05/25/22	ACL	0012	Conduct research re proof of claim forms (.8); summarize same (.4); correspondence with FR team members re same (.3).	1.50	\$1,065.00
05/25/22	ACL	0002	Circulate docket items (.2); correspondence with FR team members re docket coverage and distribution (.3).	0.50	\$355.00
05/25/22	CAC	0002	Coordinate and update internal distribution lists (.5); correspondence with FR team members re same (.2).	0.70	\$616.00
05/25/22	CAC	0007	Correspondence with FR team members re filings and related deadlines.	0.40	\$352.00
05/25/22	MSD	0004	Revise markup of interim compensation motion (.4); correspondence with J. Salwen and S. Brauner re same (.3).	0.70	\$616.00
05/25/22	MSD	0002	Correspondence with members of FR team re docket coverage schedule.	0.10	\$88.00
05/25/22	MSD	0012	Correspondence with FR team members re proof of claim issues.	0.20	\$176.00
05/26/22	MPH	0010	Call with Province re funding agreement.	0.80	\$1,420.00
05/26/22	MPH	0007	Call with FR team members re case updates and strategy (.8); review pleadings and related correspondence (1.2).	2.00	\$3,550.00
05/26/22	BRK	0002	Prepare case calendar.	0.90	\$378.00
05/26/22	JRW	0012	Review IME appeal information (.2); analyze issues in connection with same (.2).	0.40	\$538.00
05/26/22	DK	0006	Organize received conflicts reports (.3); review Debtor and related parties conflicts reports (1.0); analyze data re same (1.0); update conflicts review summary (.6); review Equity Holders conflicts reports (.7).	3.60	\$1,710.00
05/26/22	SLB	0002	Correspondence with members of FR team re UCC distribution lists and related matters.	0.90	\$1,260.00
05/26/22	SLB	0007	Participate on internal call re open case issues and strategy with members of FR and Lit teams (.8); analyze issues re same (1.0); review materials re same (1.5); correspondence with members of FR team re work streams and case issues (.7); review correspondence and related analysis from members of Lit team re open case issue (.5); correspondence with members of FR team re 2019 and related issues (.1).	4.60	\$6,440.00
05/26/22	SW	0010	Analyze funding agreement (.6); call with Province re same (.8).	1.40	\$2,191.00
05/26/22	TJS	0007	Call with members of FR and lit teams re case status and strategy (.8); review materials re same (1.9); correspondence with members of FR team re 2019	8.60	\$9,417.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	<u>Value</u>
		statement for UCC (.3); draft same (.5); review materials re same (.7); draft outline of motion to dismiss (.7); conduct research re same (2.9); review Debtor's response to informal information requests (.5); analyze issues re same (.3).		
05/26/22	TJS	0012 Analyze issues re IME appeal (.3); review materials re same (.5); analyze issues re procedural treatment of claims (.6); conduct research re same (.5); review correspondence from Debtor re extension of estimation objection deadline (.1).	2.00	\$2,190.00
05/26/22	TJS	0002 Coordinate updates to email distribution list.	0.30	\$328.50
05/26/22	MMG	0012 Research relevant legal issues re causes of action in the Virgin Islands (2.9); prepare summary re same (1.4).	4.30	\$2,967.00
05/26/22	CAC	0002 Coordinate update of internal email distribution lists.	0.50	\$440.00
05/27/22	MPH	0007 Prepare for (.1) and attend (1.0) kickoff call with counsel to Debtor, Hess, and FCR re various case issues.	1.10	\$1,952.50
05/27/22	MPH	0010 Analyze funding agreement issues (.7); review correspondence with Debtor's counsel re same (.2).	0.90	\$1,597.50
05/27/22	DK	0006 Organize received conflicts reports (.3); review Equity Holders and Insurers conflicts reports (1.5); analyze data (.7); update conflicts review summary chart (.5); update status tracking chart (.3).	3.30	\$1,567.50
05/27/22	SLB	0002 Correspondence with members of FR team re case admin (.4); attention to the same (.3).	0.70	\$980.00
05/27/22	SLB	0007 Attend kickoff meeting with Debtor, Hess and FCR reps and advisors and UCC advisors (1.0); correspondence with members of FR team re open case issues and status (.4); review materials re same (1.0); analyze issues re same (1.2).	3.60	\$5,040.00
05/27/22	EYP	0007 Prepare for (1.0) and attend (1.0) kickoff meeting with counsel to Debtors, Hess and FCR; follow-up call with W. Burns [Burns Charest] re same (.6); follow-up correspondence with UCC members re same (.5); various calls and correspondence with counsel to claimants re same (.6).	3.70	\$6,567.50
05/27/22	MLB	0007 Prepare for (.1) and participate in conference with debtors, Hess, proposed FCR and counsel regarding various issues and possibilities going forward (1.0).	1.10	\$1,952.50
05/27/22	TJS	0007 Prepare for (.1) and participate in call with Debtor, Hess and proposed FCR re case trajectory and multiple case issues (1.0); correspondence with members of FR team re same (.3); draft motion to dismiss outline (.4); conduct research re same (3.8);	7.70	\$8,431.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	<u>Value</u>
05/27/22	TJS	0010	review materials re same (1.9); comment on draft UCC website (.2). Analyze issues re funding agreement (.4); review materials re same (1.3); review correspondence from Debtor's counsel re same (.1).	1.80 \$1,971.00
05/27/22	TJS	0003	Draft correspondence to members of FR and lit teams re billing issues.	0.80 \$876.00
05/27/22	MMG	0012	Research relevant legal issues re causes of action in the Virgin Islands (1.5); prepare summary re same (.8).	2.30 \$1,587.00
05/27/22	MSD	0002	Prepare list of UCC member counsel and coordinate creation of distribution list re same (.3); review and compile list of key case dates for calendar (.8); correspondence with members of FR team re same (.2).	1.30 \$1,144.00
05/28/22	MPH	0012	Call with A. Preis re open claim issues (.4); correspondence with Province re same (.4).	0.80 \$1,420.00
05/28/22	SLB	0007	Analyze open strategy issue (.5); review materials re same (.7).	1.20 \$1,680.00
05/28/22	EYP	0012	Call with M. Hurley re claim issues (.4); analyze estimation issues in connection with same (.6); review open IME issues (.4).	1.40 \$2,485.00
05/28/22	EYP	0013	Analyze diligence issues (.6); review claim issues re historical Hess relationship (.5).	1.10 \$1,952.50
05/28/22	TJS	0007	Draft memo outline re UCC strategy issues (1.9); conduct research re same (3.8).	5.70 \$6,241.50
05/28/22	TJS	0003	Draft correspondence to Akin timekeepers re billing practices and task code usage (.8); correspondence with S. Brauner re same (.1).	0.90 \$985.50
05/29/22	SLB	0007	Analyze case issues and next steps (.4); review recent filings (.7).	1.10 \$1,540.00
05/29/22	SLB	0002	Correspondence with members of FR team re case admin (.4); attention to the same (.3).	0.70 \$980.00
05/29/22	TJS	0007	Draft outline of memo re case strategy.	2.10 \$2,299.50
05/29/22	TJS	0012	Review Province analysis of IME candidates (.6); analyze issues re same (.2).	0.80 \$876.00
05/29/22	TJS	0013	Review draft diligence list (1.1); analyze issues re same (.6); review background material re Hess operating history (.9).	2.60 \$2,847.00
05/29/22	CAC	0008	Conduct research in connection with UCC hearing presentation.	0.50 \$440.00
05/29/22	CAC	0002	Correspondence with FR team members re docket coverage.	0.20 \$176.00
05/29/22	MSD	0002	Correspondence with members of FR team re docket updates and docket coverage schedule.	0.20 \$176.00
05/30/22	JRW	0012	Review summary on IME candidates (1.3); review IME issues and protocol issues and prior problems with IME's for asbestos claimants (.8).	2.10 \$2,824.50
05/30/22	JRW	0010	Review information re funding agreement.	0.40 \$538.00

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Date	Tkpr	Task	Hours	Value	
05/30/22	SLB	0007	Analyze open case issue re UCC strategy (.8); review materials re same (.7).	1.50	\$2,100.00
05/30/22	EYP	0012	Review materials re Hess conduct in connection with claims analysis.	1.00	\$1,775.00
05/30/22	EYP	0010	Analyze issues in connection with funding agreement.	2.00	\$3,550.00
05/30/22	SW	0010	Review Province's funding agreement issues list.	0.80	\$1,252.00
05/30/22	TJS	0007	Revise outline of analysis of open issue re UCC strategy (.8); comment on mockup of UCC website from Stretto (.9); conduct research re open case issue (.5).	2.20	\$2,409.00
05/30/22	ACL	0002	Emails with members of FR team re docket update coverage.	0.20	\$142.00
05/30/22	CAC	0012	Review Province analysis of IME candidates.	0.10	\$88.00
05/30/22	CAC	0013	Review Province diligence request list draft.	0.10	\$88.00
05/30/22	CAC	0007	Revise UCC public case calendar (.5); review research in connection with open issue re UCC strategy (1.5).	2.00	\$1,760.00
05/30/22	MSD	0002	Emails with A. Leggiero re docket coverage schedule.	0.20	\$176.00
05/31/22	MPH	0010	Call with Debtor, Hess and FRC re funding agreement.	1.00	\$1,775.00
05/31/22	BRK	0006	Review Plaintiffs' Firms conflict report (.4); analyze data (.7); update summary chart re conflict report (.3); review Other Professionals conflict report (.3); analyze data (.6); update summary chart (.2); review Governmental & Regulatory conflict report (.9); analyze data (.6); update summary chart (.2); update master summary (.4).	4.60	\$1,932.00
05/31/22	BRK	0002	Review and monitor main case, adversary proceeding and appeal dockets (.4); circulate newly filed pleadings (.2); update docket folders (.2); circulate calendar invites to team re hearing dates and deadlines (.6).	1.40	\$588.00
05/31/22	JRW	0012	Review letter re claimant information (.2); review claimant information chart for Burns Charest claimants (.5); review case law IME's (.9); review information re IME order (.2).	1.80	\$2,421.00
05/31/22	JFN	0006	Email to FR team re retention matters (.1); correspondence with Province re retention query (.4); consider issues re Akin retention representation (.6); emails with GC re screening procedures (.4); analyze issues re same (.5).	2.00	\$2,600.00
05/31/22	DK	0006	Review Third Party Defendants conflicts reports (2.3); analyze data (1.0); research additional company info (.7); update conflicts review summary chart (.6).	4.60	\$2,185.00
05/31/22	SLB	0007	Revise outline re analysis of case issue (1.2); confer (.2) and correspond (.2) with J. Salwen re same; analyze issues re same	5.20	\$7,280.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	<u>Value</u>
		(.8); review materials re same (1.0); confer with M. Fagen (K&E) re pending motions and related issues (.2); correspondence with members of FR team re same (.4); analyze issue re same (.4); review recent filings (.8).		
05/31/22	EYP	0010	2.20	\$3,905.00
		Call with Debtor, FRC Hess's counsels re funding agreement (1.0); prepare for same (.9); call with S. Welkis re same (.3).		
05/31/22	EYP	0007	1.20	\$2,130.00
		Correspondence with UCC re case updates and strategy (.5); call with UCC member re same (.4); call with Kirkland re case issues and updates (.3).		
05/31/22	EYP	0013	1.50	\$2,662.50
		Review documents related to prepetition HONX-Hess issues.		
05/31/22	EYP	0012	1.00	\$1,775.00
05/31/22	SW	0010	2.90	\$4,538.50
		Call with FCR re open claims issues. Draft (.4) and revise (.6) funding agreement issues list; call with Debtor, FRC and Hess's advisors re same (1.0); call with A. Preis re same (.3); call with H. Soofi re same (.6).		
05/31/22	TJS	0010	1.60	\$1,752.00
		Review update from call with Debtor, Hess and FCR re funding agreement issues (.7); review materials re same (.7); conduct research in connection with same (.2).		
05/31/22	TJS	0012	0.70	\$766.50
		Analyze FCR motion issue (.2); conduct research re same (.5).		
05/31/22	TJS	0002	1.00	\$1,095.00
		Correspondence with members of FR team re calendaring of deadlines (.3); call with M. Doss and A. Carrillo re same (.2); conduct research re same (.5).		
05/31/22	TJS	0007	7.10	\$7,774.50
		Revise outline of analysis of open issue re UCC strategy (3.4); confer with S. Brauner re same (.2); correspondence with S. Brauner re same (.2); incorporate comments re same (.7); correspondence with members of FR and lit teams re same (.2); review materials re 2019 statement (1.6); draft inserts for same (.5); correspondence with Stretto re UCC website and info protocol motion (.3).		
05/31/22	ACL	0007	0.10	\$71.00
05/31/22	CAC	0002	2.50	\$2,200.00
		Update information protocol motion. Revise internal case calendar (1.7); call with members of FR team re same (.2); call with B. Kemp re same (.1); correspondence with FR team members re same (.5).		
05/31/22	MSD	0002	1.20	\$1,056.00
		Call with J. Salwen and A. Carrillo re case calendar (.2); review local rules, federal rules, complex case rules, and chambers rules re key dates (.5); emails with Akin team re same (.3); communications with J. Salwen and A. Leggiero re working group list (.2).		
Total Hours			311.70	

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TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
M P HURLEY	18.20	at	\$1775.00	=	\$32,305.00
J R WETWISKA	10.60	at	\$1345.00	=	\$14,257.00
S L BRAUNER	38.80	at	\$1400.00	=	\$54,320.00
A PREIS	47.30	at	\$1775.00	=	\$83,957.50
M L BRIMMAGE JR.	6.80	at	\$1775.00	=	\$12,070.00
S WELKIS	7.50	at	\$1565.00	=	\$11,737.50
J F NEWDECK	9.20	at	\$1300.00	=	\$11,960.00
J SALWEN	89.40	at	\$1095.00	=	\$97,893.00
M M GAFFORD	14.60	at	\$690.00	=	\$10,074.00
A C LEGGIERO	18.70	at	\$710.00	=	\$13,277.00
C A CARRILLO	18.00	at	\$880.00	=	\$15,840.00
M DOSS	9.60	at	\$880.00	=	\$8,448.00
B R KEMP	8.00	at	\$420.00	=	\$3,360.00
D K KRASA	15.00	at	\$475.00	=	\$7,125.00

Current Fees

\$376,624.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Courier Service/Messenger Service- Off Site \$40.00

Current Expenses

\$40.00Date

05/23/22

Courier Service/Messenger Service- Off Site
 VENDOR: CITY EXPEDITOR
 INC; INVOICE#: 93352; DATE:
 5/31/2022
 SENDER'S NAME: M.Doss; JOB
 NUMBER: 1530493; PICKUP: One
 Bryant Park; DESTINATION: 245 West
 99th Street; DATE: 05/23/2022

Value

\$40.00

Current Expenses

\$40.00**Total Amount of This Invoice****\$376,664.00**